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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**AMENDED¹ PROPOSED AGENDA FOR MATTERS SCHEDULED
TO BE HEARD ON JUNE 26, 2013 AT 10:00 A.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY
10004-1408

I. CONTESTED MATTERS

1. Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 3814]

Related Documents:

- a. Stipulation and Order (A) Staying Prosecution of Certain Litigation and Discovery Against Parties to the Plan Support Agreement and (B) Tolling Related Statutes of Limitation [Docket No. 3937]

¹ Amended items appear in **bold**.

- b. Notice of Filing of Revised Order Granting Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 4006]

Responses:

- a. Joinder of Certain RMBS Trustees to the Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [Docket No. 3940]
- (i) Amendment to Declaration of Brendan Meyer [Docket No. 3980]
- b. Objection And Reservation Of Rights Of Plaintiffs In *Rothstein, et al. v. GMAC Mortgage, LLC, et al.*, No. 12-CV-3412-AJN (S.D.N.Y.) To Debtors Motion For An Order Under Bankruptcy Code Sections 105(A) And 363(B) Authorizing The Debtors To Enter Into And Perform Under A Plan Support Agreement With Ally Financial Inc., The Creditors Committee And Certain Consenting Claimants [Docket No. 4007]
- c. Limited Objection [of Amherst Advisory & Management, LLC] to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [Docket No. 4008]
- d. Statement and Reservation of Rights of Ambac Assurance Corporation and The Segregated Account of Ambac Assurance Corporation in Response to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement With Ally Financial Inc., the Creditors' Committee and Certain Consenting Claimants [Docket No. 4009]
- e. Reservation of Rights [of RALI Certificate Underwriters] in Connection with the Debtors' Motion for an Order under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee and Certain Consenting Claimants [Docket No. 4012]
- f. Response and Reservation of Rights of Certain Insurers Under General Motors Combined Specialty Insurance Program 12/15/00 – 12/15/03 to the Debtors' Motion for 15an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a

Plan Support Agreement with Ally Financial Inc., The Creditors'
Committee, and Certain Consenting Claimants [Docket No. 4015]

- g.** Statement and Reservation of Rights of the Ad Hoc Group of Junior Secured Noteholders in Connection with the Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [Docket No. 4018]
- h.** Objection of Credit Suisse to Debtors' Motion for Order Authorizing Entry Into and Performance of Plan Support Agreement [Docket No. 4019]
- i.** Objection and Reservation of Rights of National Credit Union Administration Board to Debtors' Motion for an Order Under Bankruptcy Code Section 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 4020]
- j.** Reservation of Rights [of Monarch Alternative Capital LP and Stonehill Capital Management LLC] with Respect to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 4023]
- k.** Limited Objection and Reservation of Rights of Assured Guaranty Municipal Corp. With Respect to Motion for Order Authorizing Debtors to Enter Into and Perform Under Plan Support Agreement With Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants and to Joinder Thereto filed by Certain RMBS Trustees [Docket No. 4025]

 - (i)** Declaration of Jefferey Chubak in Support of Limited Objection and Reservation of Rights of Assured Guaranty Municipal Corp. with Respect to Motion for Order Authorizing Debtors to Enter Into and Perform Under Plan Support Agreement With Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants and to Joinder Thereto Filed by Certain RMBS Trustees [Docket No. 4029]
 - (ii)** **Notice of Filing of Corrected Exhibit A to Declaration of Jeffrey Chubak in Support of Limited Objection and Reservation of Rights of Assured Guaranty Municipal Corp. with Respect to Motion for Order Authorizing Debtors to Enter Into and Perform Under Plan Support**

**Agreement with Ally Financial Inc., the Creditors'
Committee, and Certain Consenting Claimants and to
Joinder Thereto Filed by Certain RMBS Trustees
[Docket No. 4069]**

- l.** Joinder of Federal Home Loan Mortgage Corporation to Monarch Alternative Capital LP and Stonehill Capital Management LLC's Reservation of Rights with Respect to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 4026]
- m.** Objection of Syncora Guarantee Inc. to Debtors' Motion for an Order Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee and Certain Consenting Claimants [Docket No. 4028]

 - (i)** Declaration of Randall R. Rainer, Esq. In Support of Objection of Syncora Guarantee Inc. to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee and Certain Consenting Claimants [Docket No. 4030]
- n.** Limited Objection and Reservation of Rights of the United States Trustee to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [Docket No. 4031]
- o.** Limited Objection of the Pension Benefit Guaranty Corporation to Debtors' Motion for An Order Under Bankruptcy Code Sections 105(a) and 363(B) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial, Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 4032]
- p.** Huntington Bancshare Inc.'s Limited Objection to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [Docket No. 4033]
- q.** Federal Home Loan Banks of Boston, Chicago and Indianapolis Objection to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a

Plan Support Agreement with Ally Financial, Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 4034]

- r. Statement of the United States of America Concerning Motion for Order Authorizing Debtors to Enter Into and Perform Under Plan Support Agreement [Docket No. 4035]
- s. Pro Se Creditor Frank Reed's Limited Objection to Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial, Inc., The Creditors' Committee and Certain Consenting Claimants [Docket No. 4038]
- t. UMB Bank, N.A.'s (I) Joinder in the Statement and Reservation of Rights of the Ad Hoc Group of Junior Secured Noteholders in Connection with the Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants and (II) Reservation of Rights [Docket No. 4045]
- u. Joinder of Berkshire Hathaway Inc. in the Statement and Reservation of Rights of the Ad Hoc Group of Junior Secured Noteholders in Connection With the Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement With Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [Docket No. 4049]
- v. Supplemental Statement of Ad Hoc Group of Junior Secured Noteholders in Connection with Debtors' Motion for an Order Under Bankruptcy Code Sections 105(A) and 363(B) Authorizing the Debtors to Enter into and Perform under a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee, and Certain Consenting Claimants [Docket No. 4055]
- w. **Objection [of Wendy of Alison Nora] to Reply of Ally Financial, Inc. to Motion for Order Approving Plan Support Agreement [Docket No. 4070]**
- x. **Statement of the Steering Committee Group of RMBS Holders in Support of the Omnibus Reply of Certain RMBS Trustees to Responses to the Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [Docket No. 4081]**

Replies:

- a. Ally Financial Inc.'s Reply in Support of the Debtors' Motion for Order Authorizing Entry Into and Performance of Plan Support Agreement [Docket No. 4060]
- b. Omnibus Reply of Certain RMBS Trustees to Responses to the Debtors Motion for an Order under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter into and Perform under a Plan Support Agreement with Ally Financial Inc., the Creditors Committee, and Certain Consenting Claimants [Docket No. 4061]
- c. Omnibus Response of AIG Asset Management (U.S.), LLC, Allstate Insurance Company, Massachusetts Mutual Life Insurance Company, and Prudential Insurance Company of America to Objections to Debtors Motion for Authorization to Enter Into Plan Support Agreement [Docket No. 4062]
- d. Official Committee Of Unsecured Creditors' Statement In Support Of, And Response To Objections To, Debtors' Motion For An Order Under Bankruptcy Code Sections 105(A) And 363(B) Authorizing The Debtors To Enter Into And Perform Under A Plan Support Agreement With Ally Financial Inc., The Creditors' Committee, And Certain Consenting Claimants [Docket No. 4064]
- e. Debtors' Omnibus Reply in Further Support of Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee and Certain Consenting Claimants [Docket No. 4066]

Status: The hearing on this matter will be going forward.

- 2. Motion of Berkshire Hathaway Inc. to Unseal the Examiner's Report Pursuant to 11 U.S.C. § 107(a) [Docket No. 3812]

Related Documents:

- a. Notice of Adjournment of Hearing on Motion of Berkshire Hathaway Inc. to Unseal the Examiner's Report Pursuant to 11 U.S.C. § 107(a) [Docket No. 3864]

Responses:

- a. Joinder of Wendy Alison Nora in Motion of Berkshire Hathaway, Inc. to Unseal Examiner's Report [Docket No. 3813]

- b. Response of the United States Trustee in Limited Support of the Motion of Berkshire Hathaway, Inc. to Unseal the Examiner's Report [Docket No. 3976]
- c. Debtors' Objection to Motion of Berkshire Hathaway Inc. to Unseal the Examiner's Report Pursuant to 11 U.S.C. § 107(a) [Docket No. 4016]
- d. Official Committee of Unsecured Creditors Limited Objection to Motion of Berkshire Hathaway Inc. to Unseal The Examiner's Report Pursuant to 11 U.S.C. § 107(a) [Docket No. 4024]

Status: The hearing on this matter will be going forward.

II. STATUS CONFERENCE

- 1. Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3374]

Related Documents:

- a. Declaration of Marc D. Puntus in Support of Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3375]
- b. Declaration of Jill Horner in Support of Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3394]
- c. Notice of Filing of Exhibit 2 to Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3437]
- d. Notice of Presentment of the Application of the Ad Hoc Group of Junior Secured Noteholders Pursuant to Section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Case Management Order for an Order Authorizing It to File Under Seal (A) and Unredacted Copy of the Ad Hoc Group's Supplemental Objection to Debtors' Motion for Entry of an Order to Permit Debtors to Continue Using Cash Collateral and (B) Unredacted Supporting Exhibits [Docket No. 3692]
- e. Notice of Filing of Revised Proposed Order Authorizing the Debtors to Continue Using Cash Collateral (filed by the Ad Hoc Group of Junior Secured Noteholders) [Docket No. 3695]
- f. Order Granting Application of the Ad Hoc Group of Junior Secured Noteholders Pursuant to Section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Case Management Order for an Order Authorizing It to File Under Seal (A) and Unredacted Copy of the Ad Hoc Group's Supplemental Objection to Debtors' Motion for Entry of an Order

to Permit Debtors to Continue Using Cash Collateral and (B) Unredacted Supporting Exhibits [Docket No. 3769]

- g.** Notice of Adjournment of Status Conference and Evidentiary Hearing on Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3896]

Responses:

- a.** Statement of Citibank, N.A. with Respect to the Debtors' Motion for Entry of an Order to Permit the Debtors to Continue to Use Cash Collateral [Docket No. 3483]
- b.** Limited Objection of UMB Bank, N.A., as Successor Indenture Trustee, to Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3498]
- c.** Ally Financial Inc.'s Limited Objection to Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3623]
- d.** Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3624]
- e.** Objection of Ad Hoc Group of Junior Secured Noteholders to Debtors Motion For Entry of Order to Permit Debtor To Continue Using Cash Collateral [Docket No. 3625]
- f.** Supplemental Statement of the Official Committee of Unsecured Creditors with Respect to the Objections of Ally Financial Inc. and the Ad Hoc Group of Junior Secured Noteholders to the Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3679]
- g.** Supplemental Objection of Ad Hoc Group of Junior Secured Noteholders to Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3691]

Replies:

- a.** Debtors' Omnibus Reply to Responses to Debtors' Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket No. 3678]

Status: A status conference on this matter will be going forward.

III. UNCONTESTED MATTERS

- 1.** Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Advance the NJ Carpenters Notice Costs and Transfer Those Funds Into Escrow [Docket No. 4002]

Related Documents:

- a.** Motion Pursuant to Fed. R. Bankr. P. 9006 and Local Bankruptcy Rules 9006-1 and 9077 for Entry of an Order Shortening the Time for Notice of and Scheduling a Hearing to Consider the Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Advance the NJ Carpenters Notice Costs and Transfer Those Funds Into Escrow [Docket No. 4003]
- b.** Order Pursuant to Fed. R. Bankr. P. 9006 and Local Bankruptcy Rules 9006-1 and 9077 Shortening the Time for Notice of and Scheduling a Hearing to Consider the Debtors' Motion for an Order Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Advance the NJ Carpenters Notice Costs and Transfer Those Funds Into Escrow [Docket No. 4010]

Responses: None.

Status: The hearing on this matter will be going forward.

Dated: June 25, 2013
New York, New York

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